

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

-----:  
SECURITIES AND EXCHANGE COMMISSION, :

Plaintiff, :

-against- :

THE NIR GROUP, LLC; COREY RIBOTSKY; and  
DARYL DWORKIN, :

Defendants, :  
-----:

11 Civ. 4723 (JFB)(GRB)

ECF CASE

**DECLARATION OF KENNETH BYRNE**

I, Kenneth Byrne, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am over 18 years of age and a Senior Counsel at the Securities and Exchange Commission's ("SEC"), New York Regional Office. I am one of the attorneys assigned to handle the above-captioned litigation on behalf of the SEC, and I submit this declaration in support of the SEC's Memorandum of Law in Opposition to the Motion to Dismiss of Defendants The NIR Group, LLC and Corey Ribotsky (collectively, "Defendants").

2. Annexed as Exhibit A is a true and correct copy of the relevant portion of AJW Partners, LLC Subscription Documents (NIR-SEC 002133-002136).

3. Annexed as Exhibit B is a true and correct copy of the relevant portion of AJW Partners II, LLC Subscription Documents (NIR-SEC 002619-002621).

4. Annexed as Exhibit C is a true and correct copy of the relevant portion of AJW Qualified Partners, LLC Subscription Documents (NIR-SEC 002246-002249).

5. Annexed as Exhibit D is a true and correct copy of the relevant portion of AJW Qualified Partners II, LLC Subscription Documents (NIR-SEC 002784-002786).

6. Annexed as Exhibit E is a true and correct copy of the relevant portion of AJW Offshore II, Ltd. Subscription Documents (NIR-SEC 002447-00002450).

7. Annexed as Exhibit F is a true and correct copy of the Declaration of James R. Nail dated April 20, 2012.

8. Annexed as Exhibit G is a true and correct copy of the Declaration of Jesse R. Gottlieb dated April 16, 2012.

9. Annexed as Exhibit H is a true and correct copy of the Declaration of Richard Felsen dated April 16, 2012.

10. Annexed as Exhibit I is a true and correct copy of the Declaration of Steven Shapiro (with accompanying exhibit) dated April 18, 2012.

11. Annexed as Exhibit J is a true and correct copy of the Declaration of Craig Gutmann dated April 16, 2012.

12. Annexed as Exhibit K is a true and correct copy of the Declaration of the Jacob S. Shapiro Foundation (with accompanying exhibit) dated April 18, 2012.

13. Annexed as Exhibit L is a true and correct copy of a letter from AJW Qualified Partners, LLC to investors dated May 9, 2007.

14. I further declare, in this action, a Wells notice to Defendants was provided on August 19, 2010 and the action was filed on September 28, 2011.

15. The initial 180-day deadline was set to expire on February 14, 2011. However, on January 26, 2011, SEC staff received a 120-day extension of this deadline from the Director of the Division of Enforcement (“Director”) extending the February 14, 2011 deadline to June 14, 2011.

16. Subsequently, on June 7, 2011, SEC staff received an additional 60-day extension from the Director further extending this deadline to August 12, 2011.

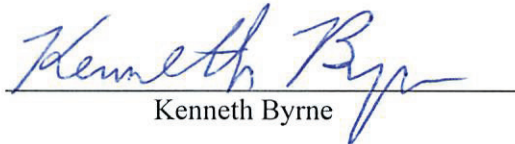
17. Finally, on August 9, 2011, the Commission granted SEC staff one additional 180-day extension to February 8, 2012.

18. Part of the reason for the extensions was that additional time was given to Defendants to submit their Wells submissions. Defendants were given an opportunity to file two Wells submissions and were given extensions of time to file both, and made large document productions with each submission, requiring further investigation. Nor did Ribotsky testify in the investigation until February 8 and 9, 2011.

19. Therefore, the Commission obtained timely extensions before filing its Complaint and long before the Dodd-Frank Act deadline expired.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 20, 2012  
New York, New York

  
Kenneth Byrne